



U.S. Department
of Transportation
**Federal Aviation
Administration**

Great Lakes Region
Illinois, Indiana, Michigan,
Minnesota, North Dakota,
Ohio, South Dakota,
Wisconsin

2300 East Devon Avenue
Des Plaines, Illinois 60018

July 1, 2011

Ms. Rosemarie S. Andolino
Commissioner,
City of Chicago, Department of Aviation,
10510 West Zemke Road
Chicago, IL 60666

Chicago O'Hare International Airport
Letter of Intent No. AGL-10-01
Amendment No. 3

I am pleased to inform you that, based on our discussions with the City of Chicago, we have approved under the Airport Improvement Program (AIP), as authorized by Title 49, United States Code, the third amendment to the Letter of Intent (LOI) for the Chicago O'Hare International Airport (AGL-10-01, dated April 21, 2010). Amendment No. 3 does not change the overall amount of LOI funding but does revise the LOI payment schedule. The LOI description is as follows:

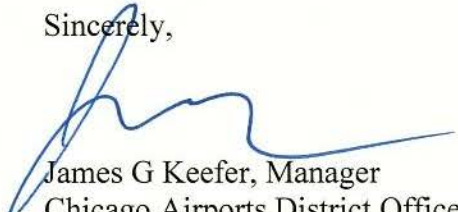
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| O'Hare Modernization Program
– Completion Phase | 2A | Includes: new (relocated) Runway 10R/28L; Taxiway 45 and Storm System 2A and 3A, Taxiway ZS, Taxiway WK and the Northwest Enabling Projects; Runway 9C-27C Northeast Package; Airport Transit System (OMP portion only) and all associated enabling projects, new and upgraded navigation aids, site utilities, new economy parking structure and relocation of existing facilities. |
| O'Hare Modernization Program
– Completion Phase | 2B | Includes: new (relocated) Runway 9C/27C; extension of Runway 9R/27L; Taxiway LL; and all associated enabling projects, including taxiway improvements previously associated with the World Gateway Program, new and upgraded navigation aids, site utilities, and relocation of existing facilities. |

Amendment No. 3 to the LOI revises the LOI payment schedule as follows:

FFY	Original LOI	Amendment 2 4/22/2011	LOI Total	Revised Amounts	Amendment 3	LOI Total
2011	\$40,000,000	\$30,000,000	\$70,000,000	(20,000,000)	\$10,000,000	\$50,000,000
2012	\$30,000,000	\$30,000,000	\$60,000,000	\$10,000,000	\$40,000,000	\$70,000,000
2013	\$30,000,000	\$30,000,000	\$60,000,000	\$5,000,000	\$35,000,000	\$65,000,000
2014	\$30,000,000	\$10,000,000	\$40,000,000	\$5,000,000	\$15,000,000	\$45,000,000
2015	\$25,000,000	\$5,000,000	\$30,000,000	\$0	\$5,000,000	\$30,000,000
2016	\$25,000,000		\$25,000,000			\$25,000,000
2017	\$25,000,000		\$25,000,000			\$25,000,000
2018	\$25,000,000	\$10,000,000	\$35,000,000	\$0	\$10,000,000	\$35,000,000
2019	\$25,000,000	\$20,000,000	\$45,000,000	\$0	\$20,000,000	\$45,000,000
2020	\$25,000,000	\$20,000,000	\$45,000,000	\$0	\$20,000,000	\$45,000,000
2021	\$25,000,000		\$25,000,000			\$25,000,000
2022	\$25,000,000		\$25,000,000			\$25,000,000
2023	\$20,000,000		\$20,000,000			\$20,000,000
2024	\$20,000,000		\$20,000,000			\$20,000,000
2025	\$20,000,000		\$20,000,000			\$20,000,000
2026	\$20,000,000		\$20,000,000			\$20,000,000
Totals	\$410,000,000	\$155,000,000	\$565,000,000	\$0	\$155,000,000	\$565,000,000

We look forward to continuing our working relationship toward the successful completion of this major system capacity enhancement project. Our office will work closely with you to answer any questions that you may have and to administer the funding provisions of the LOI.

Sincerely,



James G Keefer, Manager
Chicago Airports District Office

Enclosure

AMENDMENT NUMBER 3
LETTER OF INTENT NUMBER AGL-10-01
Chicago O'Hare International Airport
Chicago, Illinois

Letter of Intent Number (LOI) AGL-10-01 of April 21, 2010, by which the Federal Aviation Administration ("FAA") announced its intention to obligate funds from future budget authority to reimburse the City of Chicago ("Sponsor") for the Federal share of allowable costs for the project described therein, is hereby amended. Amendment No. 3 to the LOI revises the LOI funding amounts.

The LOI description is as follows:

O'Hare Modernization Program 2A – Completion Phase	Includes: new (relocated) Runway 10R/28L; Taxiway 45 and Storm System 2A and 3A, Taxiway ZS, Taxiway WK and the Northwest Enabling Projects; Runway 9C-27C Northeast Package; Airport Transit System (OMP portion only) and all associated enabling projects, new and upgraded navigation aids, site utilities, new economy parking structure and relocation of existing facilities.
O'Hare Modernization Program 2B – Completion Phase	Includes: new (relocated) Runway 9C/27C; extension of Runway 9R/27L; Taxiway LL; and all associated enabling projects, including taxiway improvements previously associated with the World Gateway Program, new and upgraded navigation aids, site utilities, and relocation of existing facilities.

Amendment No. 3 to the LOI revises the annual payments but does not change the total federal participation. Letter of Intent Number AGL-10-01 is hereby revised to amend the annual LOI payments.

Upon application by the Sponsor, the FAA shall issue grants from future budget authority, as funds become available, according to the following schedule:

FFY	Original LOI	Amendment 2 4/22/2011	LOI Total	Revised Amounts	Amendment 3	LOI Total
2011	\$40,000,000	\$30,000,000	\$70,000,000	(20,000,000)	\$10,000,000	\$50,000,000
2012	\$30,000,000	\$30,000,000	\$60,000,000	\$10,000,000	\$40,000,000	\$70,000,000
2013	\$30,000,000	\$30,000,000	\$60,000,000	\$5,000,000	\$35,000,000	\$65,000,000
2014	\$30,000,000	\$10,000,000	\$40,000,000	\$5,000,000	\$15,000,000	\$45,000,000
2015	\$25,000,000	\$5,000,000	\$30,000,000	\$0	\$5,000,000	\$30,000,000
2016	\$25,000,000		\$25,000,000			\$25,000,000
2017	\$25,000,000		\$25,000,000			\$25,000,000
2018	\$25,000,000	\$10,000,000	\$35,000,000	\$0	\$10,000,000	\$35,000,000
2019	\$25,000,000	\$20,000,000	\$45,000,000	\$0	\$20,000,000	\$45,000,000
2020	\$25,000,000	\$20,000,000	\$45,000,000	\$0	\$20,000,000	\$45,000,000
2021	\$25,000,000		\$25,000,000			\$25,000,000
2022	\$25,000,000		\$25,000,000			\$25,000,000
2023	\$20,000,000		\$20,000,000			\$20,000,000
2024	\$20,000,000		\$20,000,000			\$20,000,000
2025	\$20,000,000		\$20,000,000			\$20,000,000
2026	\$20,000,000		\$20,000,000			\$20,000,000
Totals	\$410,000,000	\$155,000,000	\$565,000,000	\$0	\$155,000,000	\$565,000,000

The announcement of this intention shall not be deemed an obligation of the United States Government under section 1501 of Title 31, United States Code, nor shall this Letter of Intent be deemed an administrative commitment for funding. This Letter of Intent shall be regarded as an intention to obligate funds from current and future budget authority. No obligation or administrative commitment may be made pursuant to this Letter of Intent except as funds are provided in authorization and appropriation acts.

All other provisions set forth in Letter of Intent AGL-10-01 of April 21, 2010, including amendment number 3, continue to remain in force.

UNITED STATES OF AMERICA
FEDERAL AVIATION ADMINISTRATION



Manager, Chicago Airports District Office

7-1-11
Date